



Entered on Docket
July 24, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

Annette W. Jarvis, Utah Bar No. 1649
RAY QUINNEY & NEBEKER P.C.
36 South State Street, Suite 1400
P.O. Box 45385
Salt Lake City, Utah 84145-0385
Telephone: (801) 532-1500
Facsimile: (801) 532-7543
Email: ajarvis@rqn.com

and

Lenard E. Schwartz
Nevada Bar No. 0399
Schwartz & McPherson Law Firm
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Telephone: (702) 228-7590
Facsimile: (702) 892-0122
E-Mail: bkfilings@s-mlaw.com
Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:
USA COMMERCIAL MORTGAGE COMPANY,

Debtor.

In re:
USA CAPITAL REALTY ADVISORS, LLC,

Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC,

Debtor.

In re:
USA CAPITAL FIRST TRUST DEED FUND, LLC,

Debtor.

In re:
USA SECURITIES, LLC,

Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

Chapter 11

**Jointly Administered Under
Case No. BK-S-06-10725 LBR**

**ORDER APPROVING AGREEMENT
WITH INVESTMENT PARTNERS
(AFFECTS ALL DEBTORS)**

Date: June 21, 2006
Time: 9:30 a.m.

SCHWARTZ & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 · Fax: (702) 892-0122

1 Affects:

- 2 ☒ All Debtors
 3 ☐ USA Commercial Mortgage Company
 4 ☐ USA Capital Realty Advisors, LLC
☐ USA Capital Diversified Trust Deed Fund, LLC
☐ USA Capital First Trust Deed Fund, LLC
☐ USA Securities, LLC

5 The Debtors' Motion For Order Approving Agreement With Investment Partners (the
 6 "Motion") having come before this Court pursuant to an Order shortening Time; the Court having
 7 reviewed the pleadings and heard the arguments and representations of counsel (including counsel
 8 for USA Investment Partners, LLC ("Investment Partners")), the Court having made its findings
 9 on the record and finding good cause, it is

10 ORDERED that the Motion is granted and the Debtors are authorized to enter into the
 11 transactions contemplated by the Motion and to execute and deliver the Promissory Note and
 12 Security Agreement attached as Exhibits "A" and "B" to the Motion.

13 IT IS FURTHER ORDERED that approval of the Motion is premised upon the agreement
 14 stated in open court by counsel for Investment Partners that the transactions described in the
 15 Motion do not embody a release or compromise of any claims of any of the Debtors against
 16 Investment Partners.

17 IT IS FURTHER ORDERED that:

- 18 1. The agreement of the Debtors with Investment Partners does not constitute a
 19 release of Investment Partners or compromise of any obligation of Investment
 20 Partners on any claims held by any of the Debtors;
 21 2. Except for the payment terms stated in the promissory note payable to USA
 22 Commercial Mortgage Company ("USACM"), the agreement does not constitute a
 23 waiver of any rights of the Debtors, their bankruptcy estates or their successors and
 24 assigns against Investment Partners;
 25 3. The agreement does not prejudice any pre-existing rights that any third parties may
 26 have against Investment Partners, including without limitation any rights to set
 27 aside or otherwise challenge the security interests and liens of the Debtors against
 28 the collateral pledged by Investment Partners under any applicable federal law or

SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146-5308
 Tel: (702) 228-7590 · Fax: (702) 892-0122

state law, or any rights any such parties may have under loan documents, subordination agreements or other contracts or agreements with Investment Partners;

4. The promissory note payable to USACMC shall be held by USACMC for the benefit of all of the Debtors without prejudice to the rights of any other debtors to assert claims to the proceeds of such promissory note and without presumption that the proceeds are the property of USACMC solely because the promissory note is payable to USACMC.

5. The liens and security interests upon the property of Investment Partners granted under the security agreement signed by Investment Partners in favor of all Debtors shall have priority, as among the different Debtors, as decided by further order of this Court.

6. Any payments, collateral, or proceeds of collateral received under the promissory note or the security agreement shall be held for the benefit of all Debtors and shall neither be used, allocated, nor distributed among the Debtors except upon further order of the Court.

Submitted by:

/s/ LENARD E. SCHWARTZER

Lenard E. Schwartzer, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 Las Vegas, Nevada 89146

and

Annette W. Jarvis, Utah Bar No. 1649
 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 P.O. Box 45385
 Salt Lake City, Utah 84145-0385

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SCHWARTZ & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-4308
Tel: (702) 228-7598 • Fax: (702) 892-0122

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(AFFECTS ALL DEBTORS)**

Approved / ~~Disapproved~~ by

Approved / Disapproved by

WHITE AND WILLIAMS LLP

By: 
STEVE E. OSTROW, ESQ.
WADE B. GOCHNOUR, ESQ.
1800 One Liberty Place
Philadelphia, PA 19103-7395
Counsel for Liberty Bank

By: _____
Office of the U.S. Trustee
Foley Federal Building
300 Las Vegas Blvd. South, Suite 4300
Las Vegas NV 89101

Approved/Disapproved by:

Approved/Disapproved by:

LEWIS AND ROCA, LLP

GORDON & SILVER, LTD.

By: _____
SUSAN M. FREEMAN, ESQ.
ROB CHARLES, ESQ.
*Counsel for the Official Committee
of Unsecured Creditors of USA
Commercial Mortgage Company*

By: _____
GERALD M. GORDON, ESQ.
GREGORY E. GARMAN, ESQ.
*Counsel for the Official Committee of
Holders of Executory Contract Rights of
USA Commercial Mortgage Company*

Approved/Disapproved by:

Approved/Disapproved by:

ORRICK, HERRINGTON & SUTCLIFFE LLP
and BECKLEY SINGLETON, CHTD.

STUTMAN TREISTER & GLATT, P.C. and
SHEA & CARLYON, LTD.

By: _____
MARC A. LEVINSON, ESQ.
LYNN TRINKA ERNCE, ESQ.
JEFFREY HERMANN, ESQ.
BRETT A. AXELROD, ESQ.
ANNE M. LORADITCH, ESQ.
*Counsel for the Official Committee of
Equity Security Holders of USA Capital
Diversified Trust Deed Fund, LLC*

By: _____
FRANK A. MEROLA, ESQ.
EVE KARASIK, ESQ.
CHRISTINE PAJAK, ESQ.
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First Trust Deed Fund LLC*

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First Trust Deed Fund LLC*

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SCHWARTZ & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5306
Tel: (702) 238-7590 • Fax: (702) 893-0412

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WADE B. GOCHNOUR, ESQ.
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Philadelphia, PA 19103-7395
Counsel for Liberty Bank

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300 Las Vegas Blvd. South, Suite 4300
Las Vegas NV 89101

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SCHWARTZ & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
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SCHWARTZ & MCPHERSON LAW FIRM
2850 South Jones Boulevard, Suite 1
Las Vegas, Nevada 89146-5308
Tel: (702) 228-7590 Fax: (702) 892-0122

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Counsel for Liberty Bank

300 Las Vegas Blvd. South, Suite 4300
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BRETT A. AXELROD, ESQ.
ANNE M. LORADITCH, ESQ.
Counsel for the Official Committee of
Equity Security Holders of USA Capital
Diversified Trust Deed Fund, LLC

By: Frank A. Merola
FRANK A. MEROLA, ESQ.
EVE KARASIK, ESQ.
CHRISTINE PAJAK, ESQ.
CANDACE C. CARLYON, ESQ.
Counsel for the Official Committee of
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